SEC 1972 <b>Potential pers</b> (6/99) <b>are not requir</b>	eons who are to respond to the collection ed to respond unless the form displays a	n of information a currently valid	contained in this form OMB control number.
	ATTENTION		
exemption. Conv loss of an avai	tice in the appropriate states will not ersely, failure to file the appropriate fed lable state exemption state exemption filing of a federal notice.	deral notice will	not result in a exemption is
	UNITED STATES RITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM D	EIVED	OMB APPROVAL OMB Number: 3235- 0076 Expires: May 31, 2002 Estimated average burden hours per
	OTICE OF SALE OF SECURITIES SEP 2 PURSUANT TO REGULATION D SECTION 4(6), AND/OR ORM LIMITED OFFERING EXEMPTION 1	9 2003	Prefix Serial  DATE RECEIVED
Name of Offering (check if th CREDITCARE SYSTEMS, L	is is an amendment and name has changed, an LC	d indicate change.)	_
Filing Under (Check box(es) apply): Type of Filing:   New Filing	☐ Rule 504 ☐ Rule 505 ☑ Rule 506	Section 4(6)	ULOE PROCESSED
	A. BASIC IDENTIFICATION DA	ΓΑ	SEP 3 0 2003
1. Enter the information requ	ested about the issuer.		THOMSON FINANCIAL
Name of Issuer (check if this CREDITCARE SYSTEMS, L	is an amendment and name has changed, and LC	indicate change.)	
Address of Executive Offices 3500 SOUTH GESSNER RO	(Number and Street, City, State, Zip Code) OAD, HOUSTON TX 77063	Telephone Num 713-975-9550	ber (Including Area Code)
	s Operations (Number and Street, City, State, g Area Code) 713-975-9550(if different from Ex		S ABOVE
Brief Description of Business CARE INDUSTRY	TURNKEY ORGINAZITION, FINANCING, PRO	OCESSING AND CO	OLLECTIONS IN HEALTH
Type of Business Organizati corporation business trust	on LIMITED LIABILITY COMPANY, ALTEAI limited partnership, already formed limited partnership, to be formed	DED FORMED  Other (please	specify):
Actual or Estimated Date of	Incorporation or Organization: Month 0	4 Year03 ⊠Ac	tual timated
Jurisdiction of Incorporation CN for Canada; FN for other	or Organization: (Enter two-letter U.S. Postal Se foreign jurisdiction) US	_	

## **GENERAL INSTRUCTIONS** Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seg. or 15 U.S.C. 77d(6). When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. Filing Fee: There is no federal filing fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed. A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer: Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. □ Director ☐ General and/or Managing Check Box(es) that □ Promoter □ Beneficial Partner Officer Owner Apply: Full Name (Last name first, if individual) VIC C. YORK Business or Residence Address (Number and Street, City, State, Zip Code) 3500 GESSNER ROAD, HOUSTON, TX 77063

☐ Director ☐ General and/or Managing Check Box(es) that Promoter | Beneficial □ Executive Partner Apply: Owner Officer Full Name (Last name first, if individual) ED QUINN, JR. Business or Residence Address (Number and Street, City, State, Zip Code) 3500 GRESSNER ROAD, HOUSTON, TX 77063 Promoter | Beneficial □ Executive ☐ Director ☐ General and/or Managing Check Box(es) that Partner Officer Apply: Owner Full Name (Last name first, if individual) WILLIAM KUNKEL

Check Box(es) that							
Business or Residence Address (Number and Street, City, State, Zip Code)  Check Box(es) that	` '	☐ Promoter	<del>-</del> _		☐ Director		and/or Managing
Check Box(es) that	Full Name (Last name	e first, if individu	ıal)				
Apply: Owner Officer Partner  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Check Box(es) that	Business or Residence	e Address (Nu	mber and Street,	City, State, Zip Code	e)		
Business or Residence Address (Number and Street, City, State, Zip Code)  Check Box(es) that	, ,	☐ Promoter		_	Director		and/or Managing
Check Box(es) that	Full Name (Last name	e first, if individu	ual)		are with a second flower, with a second to the second to t		
Apply: Owner Officer Partner  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Check Box(es) that	Business or Residence	ce Address (Nu	mber and Street,	City, State, Zip Code	e)		
Business or Residence Address (Number and Street, City, State, Zip Code)  Check Box(es) that		☐ Promoter		<del></del>	Director		and/or Managing
Check Box(es) that	Full Name (Last name	e first, if individu	ual)			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
Apply: Owner Officer Partner  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  (Use blank sheet, or copy and use additional copies of this sheet, as necessary.)  B. INFORMATION ABOUT OFFERING  1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this Yes No offering?  Answer also in Appendix, Column 2, if filling under ULOE.  2. What is the minimum investment that will be accepted from any individual?	Business or Residence	e Address (Nu	mber and Street,	City, State, Zip Code	9)	yan dalam and dalam kana kana dalam da	
Business or Residence Address (Number and Street, City, State, Zip Code)  (Use blank sheet, or copy and use additional copies of this sheet, as necessary.)  B. INFORMATION ABOUT OFFERING  1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this Yes No offering?  Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?		☐ Promoter			Director		and/or Managing
B. INFORMATION ABOUT OFFERING  1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this Yes No offering?  Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?	Full Name (Last name	e first, if individu	ual)				
B. INFORMATION ABOUT OFFERING  1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?	Business or Residence	ce Address (Nu	mber and Street,	City, State, Zip Code	e)		
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?	(Us	e blank sheet,	or copy and use	additional copies	of this sheet, a	as necessary	·.)
Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?	A CONTRACT OF THE STATE OF THE	Name of the State	B. INFORMA	ATION ABOUT OFF	ERING		
2. What is the minimum investment that will be accepted from any individual?						Yes	
3. Does the offering permit joint ownership of a single unit?	2. What is the minimu			_		\$50.	000
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)				-		Yes	
Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	4. Enter the informati or indirectly, any comwith sales of securitie a broker or dealer reg broker or dealer. If m	on requested for the similar of the offering gistered with the ore than five (5)	or each person what remuneration to be seed and/or with persons to be listed.	no has been or will be for solicitation of pure e listed is an associa a a state or states, lis sted are associated p	e paid or given, chasers in conr ted person or a t the name of the persons of such	directly enection agent of	<b>.</b>
Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	Full Name (Last nam	e first, if individ	ual)				
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	Business or Residen	ce Address (Nu	mber and Street,	City, State, Zip Code	∍)		
(Check "All States" or check individual States)	Name of Associated	Broker or Deale	er .				
(IT) (IN) (IA) (KS) (KA) (TA) (WE) (WD) (WA) (WI) (WN) (WS) (WO)	(Check "All States	s" or check in [AR] [CA	ndividual States ] [CO] [CT]	s) [] [DE] [] [DC] []	[FL] [GA]		]

[MT]  [RI]	[NE]	[NV] [SD]	[NH] [TN] [	[VJ] [ [ТХ]		[NY]       (VT]	_	[ND] [ [WA]		[OK] [WI] [	[OR]    WY] 	[PA] [PR] [
Full Na	me (Las	t name	first, if in	dividual)								
Business or Residence Address (Number and Street, City, State, Zip Code)												
Name	of Assoc	ciated Br	oker or l	Dealer			######################################					Commission for the commission of the commission
	k "All S			ck indiv [CA]      KY]	vidual S [CO] [LA]	States) [CT]  [ME]	[MD]	[DC] [ [MA]		[GA] [MN] [OK]	All St	rates [ID] [MO] [PA]
[RI]			[TN]	[NJ]   [TX] 		[NY] [] ] [VT] [	[NC]	[ND] [ [WA]	[WV]	[OK] [Wi]	[WY]	[PR] []
Full Na	me (Las	st name	first, if in	dividual)								
Busine	ss or Re	sidence	Addres	s (Numb	er and S	Street, Ci	ty, State	, Zip Coo	de)			
Name	of Assoc	ciated Br	oker or	Dealer						le sensen in 1814 parket in 1844 in		
						States)	o Solicit ] [DE] [ [MD] [ [NC]		] [FL] [MI]	[GA] [MN] [OK]	All St	tates [ID]  [MO]  [PA]
□ [RI] □	□ [SC] □	□ [SD] □	  TN] 	[TX]	[UT]	☐ ] [VT] [	□ ] [VA] □	DALAT	[MA]	[WI]	[WY]	☐ [PR] ☐
(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)												
C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS												
1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.												
Type of Security								ggregate ering Pri				

\$

Equity .....

☐ Common ☐ Preferred		
<del>-</del>	\$	\$
		\$100,000
,	\$	\$
	\$1,500,000	\$100,000
Answer also in Appendix, Column 3, if filing under ULOE.	*·,,	
2. Enter the number of accredited and non-accredited investors who have		
purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under <u>Rule 504</u> , indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Aggregate Dollar
		Amount of
	Investors	Purchases
Accredited Investors	2	\$100,000
Non-accredited Investors	0	\$0
Total (for filings under Rule 504 only)	NA	\$NA
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
, i	Type of Security	Dollar Amount Sold
Rule 505	NA	\$NA
Regulation A	NA	\$NA
Rule 504	NA	\$NA
Total	NA	\$NA
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	_	
Transfer Agent's Fees	$\boxtimes$	\$NA
Printing and Engraving Costs	$\boxtimes$	\$500
Legal Fees	$\boxtimes$	\$3,500
Accounting Fees	$\boxtimes$	\$1,000
Engineering Fees		\$NA
Sales Commissions (specify finders' fees separately)	$\boxtimes$	\$0
Other Expenses (identify)	$\boxtimes$	\$0
Total	$\boxtimes$	\$4,000
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$1,495,000
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.		
	Payments to	
Salaries and fee Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities	Officers, Directors, & Affiliates  \$ \$ \$ \$125,000	Payments To Others  \$ \$ \$ \$ \$ \$ \$ \$
Acquisition of other businesses (including the value of securities involved in	<b>X</b> \$250,000	□\$

this offering that may be used in exchange fissuer pursuant to a merger)	for the assets or securities of another	
Repayment of indebtedness	□\$ □\$	
Working capital	\$     \$     \$     \$     \$     \$   \$	
Other (specify):PATENT & COPYRIG		
DEVELOPMENT	□\$ □\$	
Column Totals	∑ \$1,305,000 ∑ \$140,000	
Total Payments Listed (column totals		☑ \$1,495,000
	D. FEDERAL SIGNATURE	
The issuer has duly caused this notice to be seen that the following signature constitutes a Commission, upon written request of its state pursuant to paragraph (b)(2) of Rule 502.	an undertaking by the issuer to furnish	to the U.S. Securities and Exchange
Issuer (Print or Type) CREDITCARE SYSTEMS, LLC	Signature	Date 9/15/03
Name of Signer (Print or Type) VIC C. YORK	Title of Signer (Print or Type) MANAGING DIRECTOR	
	ATTENTION	
Intentional misstatements or or	nissions of fact constitute federal cr	minal violations. (See 18
New York Control of the Control of t	U.S.C. 1001.)	
Augus and de the committee of the commit		
	E. STATE SIGNATURE	
1. Is any party described in 17 CFR 230.262 p provisions of such rule?		
See Appendix, Column 5, for state response.		<del>_</del> <del>_</del>
2. The undersigned issuer hereby undertakes	to furnish to any state administrator o	f any state in which this notice is filed,
a notice on Form D (17 CFR 239,500) at such	times as required by state law.	
3. The undersigned issuer hereby undertake	es to furnish to the state administrate	ors, upon written request, information
furnished by the issuer to offerees.		
4. The undersigned issuer represents that the		
the Uniform limited Offering Exemption (ULO		
claiming the availability of this exemption has		
The issuer has read this notification and know		caused this notice to be signed on its
behalf by the undersigned duly authorized per	<del></del>	B 1045100
Issuer (Print or Type)	Signature	Date 9/15/03
CREDITCARE SYSTEMS, LLC	110	
Name of Signer (Print or Type) VIC C. YORK	Title of Signer (Print or Type) MANAGING DIRECTOR	
Instruction:		tate nextion of this form. One conv. of
Print the name and title of the signing represevery notice on Form D must be manually significant.	sentative under his signature for the s	must be photocopies of the manually
signed copy or bear typed or printed signature		must be photocopies of the mandally
signed copy or bear typed or printed signature	55.	
	APPENDIX	
1 2 Intend to sell a T		
to non- 3 Type of security		5 Disqualification under
accredited and aggregate A.T.	ype of investor and amount purchased	State ULOE (if yes,
investors in Ottering price	in State (Part C-Item 2)	attach explanation of
State (Part B- (Part C-Item 1)	,	waiver granted) (Part E-Item 1)
Item 1) (Part C-item 1)		L nom 1)

Number of Number of Non-Accredited Accredited Yes No State Yes Investors Amount Investors Amount No AL ΑK П ΑZ AR CA CO CT DE DC FL GA П HI ID IL IN IA KS ΚY  $\boxtimes$ LLC \$1,500,000 \$50,000 0 0  $\boxtimes$  $\Box$ LA ME MD П MA MI П MN MS MO MT NE NV NH NJ NM NY NC П ND ОН OK OR PA RI SC SD ΤN TX  $\boxtimes$  $\boxtimes$ LLC \$1,500,000 \$50,000 0 0 UT VT

VA			***************************************		
WA					
WV					
WI					
WY					
PR					

http://www.sec.gov/smbus/forms/d.htm
Last update: 08/27/1999
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